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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, February 3, 2003

JOINT PETITION OF

CASE NO. PUC-2002-00202

EUREKA BROADBAND CORPORATION d/b/a
EUREKAGGN

and

ELINK TELECOMMUNICATIONS OF VIRGINIA, INC.

For approval of the merger of Newco, a wholly owned subsidiary of Eureka Broadband Corporation d/b/a EurekaGGN with and into eLink Telecommunications of Virginia, Inc., establishing eLink Telecommunications of Virginia as a wholly owned subsidiary of Eureka Broadband Corporation

ORDER GRANTING APPROVAL

On October 10, 2002, Eureka Broadband Corporation d/b/a EurekaGGN (“EurekaGGN”) and eLink Telecommunications of Virginia, Inc. (“eLink”) (collectively, the “Petitioners”), filed a joint petition with the State Corporation Commission (“Commission”) requesting approval, under the Utility Transfers Act, of the merger of Newco, a wholly owned subsidiary of EurekaGGN, with and into eLink, thereby establishing eLink as a wholly owned subsidiary of EurekaGGN.

EurekaGGN is a Delaware corporation authorized to transact business in the Commonwealth of Virginia. EurekaGGN holds authorizations to provide local exchange and interexchange telecommunications services in several states. EurekaGGN does not hold a certificate of public convenience and necessity (“CPCN”) in Virginia. Newco is a wholly owned subsidiary of EurekaGGN and was created solely for the purpose of carrying out the merger.

eLink, a wholly owned subsidiary of eLink Communications, Inc. (“eLink Communications”), a Delaware corporation, is a Virginia corporation authorized to transact business in Virginia. In Virginia, eLink holds CPCN Nos. T-575 and TT-167A to provide local exchange and interexchange telecommunications services granted in Case No. PUC-2001-00151 (PUC010151) on January 15, 2002. However, eLink does not yet offer any local exchange or intrastate interexchange telecommunications services in Virginia. eLink also currently does not have tariffs on file with the Division of Communications.

The Petitioners request approval of a transaction under the Utility Transfers Act involving the merger of Newco with and into eLink Communications, thereby establishing eLink Communications as a wholly owned subsidiary of EurekaGGN.

Pursuant to an Agreement and Plan of Merger (“Agreement”) between EurekaGGN, Newco, and eLink Communications, Newco will be merged with and into eLink Communications. As a result of this merger, eLink Communications will become a direct wholly owned subsidiary of EurekaGGN, and eLink will become an indirect subsidiary of EurekaGGN. eLink will remain a direct wholly owned subsidiary of eLink Communications. According to the Agreement, to carry out the proposed merger, all of Newco’s issued and outstanding capital stock will be converted into and exchanged for eLink Series C Preferred Stock. As consideration for the merger, all of eLink’s issued and outstanding common and preferred stock will be exchanged for EurekaGGN’s preferred stock, or cancelled. The Agreement specifies that all issued and outstanding options and warrants to purchase eLink common stock will be cancelled.

Under the transaction, holders of Series C Preferred Stock of eLink Communications received merger consideration as part of the merger transaction with EurekaGGN. Other Preferred Stockholders and Common Stockholders did not receive merger consideration as part of the merger transaction. Series A Preferred, Series B Preferred, and Common Stock, as well as warrants and options to purchase Series A, Series B, and Common Stock of eLink Communications were terminated as a result of the merger. Upon completion of the conversion and exchange, Newco will cease to exist as a corporate entity, resulting in EurekaGGN becoming the ultimate parent of eLink.

THE COMMISSION, upon consideration of the joint petition and representations of the Petitioners and having been advised by its Staff, is of the opinion and finds that the proposed merger of Newco with and into eLink Communications, resulting in the transfer of control of eLink from eLink Communications to EurekaGGN, as described herein, will neither impair nor jeopardize the provision of adequate service to the public at just and reasonable rates and should, therefore, be approved.

Accordingly, IT IS ORDERED THAT:

- 1) Pursuant to §§ 56-88.1 and 56-90 of the Code of Virginia, approval is hereby granted for the merger of Newco with and into eLink Communications, resulting in the transfer of control of eLink from eLink Communications to EurekaGGN, as described herein.
- 2) There appearing nothing further to be done in this matter, it is hereby dismissed.